

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

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In re:	:	
Flabeg Solar US Corporation,	:	Bankruptcy No. 13-21415-CMB
Debtor	:	Chapter 11
	:	Document No. ____
The Buncher Company,	:	Related to Doc Nos. 187, 188, 189, and 199
Movant,	:	
v.	:	
Flabeg Solar US Corporation,	:	
Respondent	:	

STIPULATED AND AGREED ORDER

The Buncher Company (“Buncher”), Flabeg Solar US Corporation (the “Debtor”), and UniCredit Luxembourg, S.A. (“UniCredit”) hereby submit this Stipulated and Agreed Order (“Agreed Order”). All capitalized terms used, but not defined herein shall have the meaning set forth in the Memorandum Opinion.

BACKGROUND

WHEREAS, on July 22, 2013, Buncher filed its Motion for Entry of an Order Declaring that the Automatic Stay is Not Applicable or, in the Alternative, Granting Relief from the Automatic Stay [Dkt. No. 45].

WHEREAS, on August 9, 2013, the Debtor filed its Response to Motion for an Entry of Order Declaring that the Automatic Stay is Not Applicable or, in the Alternative, Granting Relief from the Automatic Stay [Dkt. No. 62].

WHEREAS, on September 11, 2013, Buncher filed its Brief in Support of its Motion for Entry of an Order Declaring that the Automatic Stay is Not Applicable or, in the Alternative, Granting Relief from the Automatic Stay [Dkt. No. 126], and the Debtor filed its Pre-Hearing Brief in Regards to the Buncher Company's Motion for Entry of an Order Declaring that the Automatic Stay is Not Applicable or, in the Alternative, Granting Relief from the Automatic Stay [Dkt. No. 127].

WHEREAS, on September 12, 2013, the Court conducted an evidentiary hearing on Buncher's Stay Motion.

WHEREAS, on September 30, 2013, Buncher filed its Post-Hearing Brief in Support of its Motion for Entry of an Order Declaring that the Automatic Stay is Not Applicable or, in the Alternative, Granting Relief from the Automatic Stay [Dkt. No. 169], and the Debtor filed its Post-Hearing Brief in Regards to the Buncher Company's Motion for Entry of an Order Declaring that the Automatic Stay is Not Applicable or, in the Alternative, Granting Relief from the Automatic Stay [Dkt. No. 168].

WHEREAS, on October 2, 2013, the Court issued a Memorandum Opinion and entered an Order granting Buncher relief from the automatic stay pursuant to 11 U.S.C. § 362(d)(1) [Dkt. No. 174 (the "Memorandum Opinion"; Dkt. No. 175 (the "Order"))].

WHEREAS, on October 16, 2013, the Debtor filed the following Motions: (i) Debtor's Motion to Reopen and Supplement Record [Dkt. No. 187] (the "Motion to Supplement"); (ii) Debtor's Motion for Reconsideration of Order of Court Dated October 2, 2013 [Dkt. No. 188] (the "Motion to Reconsider"); and (iii) Debtor's Motion for Continuation of Stay Pending Ruling on Reconsideration and Request for an Expedited Hearing in Regards to Same [Dkt. No. 189] (the "Motion to Reimpose Stay").

WHEREAS, on October 23, 2013, Buncher filed its this Consolidated Objection (the “Objection”) to the (i) Debtor’s Motion to Reopen and Supplement Record; (ii) Debtor’s Motion for Reconsideration of Order of Court Dated October 2, 2013; and (iii) Debtor’s Motion for Continuation of Stay Pending Ruling on Reconsideration and Request for an Expedited Hearing in Regards to Same [Dkt. No. 199].

WHEREAS, Buncher and Flabeg have reached a consensual agreement that will resolve the Motion to Supplement, the Motion to Reconsider, the Motion to Reimpose Stay, and the Objection pursuant to the terms and conditions set forth herein. UniCredit also agrees to the terms and conditions set forth in this Agreed Order.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by Buncher, the Debtor, and UniCredit that:

a. The Debtor may conduct an auction (the “Auction”) of its personal property, equipment, and inventory located in the property located at 2201 Sweeney Drive, Clinton, PA (and further identified by the Allegheny County Office of Property Assessments as Block and Lot 1180-L-225 (the “Property”)). The Auction shall conclude no later than close of business on December 17, 2013;

b. All of the Debtor’s personal property, equipment, and inventory shall be removed from the Property no later than 12:00 p.m. (EST) on January 15, 2014. The Debtor shall remove all personal property, equipment, and inventory from the Property at its own cost;

c. The Debtor shall deliver the Property to Buncher no later than 5:00 p.m. (EST) on January 15, 2014. The Debtor shall be responsible for all repairs to the

Property as a result of or caused by the removal of the personal property, equipment, and inventory and the Debtor shall deliver the Property to Buncher in broom clean condition;

d. In the event the Debtor fails to deliver the Property to Buncher by 5:00 p.m. (EST) on January 15, 2014, Buncher shall be entitled to exercise its self-help remedies and/or seek immediate injunctive relief without first filing a state court complaint;

e. The Debtor and UniCredit agree that Buncher shall receive \$300,000 from the proceeds of the sale of the collateral (whether through the Auction or other sale) on or before December 31, 2013, which amount shall be paid on account of the rent payments from August 2013 through January 2014. The Debtor and UniCredit further agree that Buncher shall receive the \$300,000 payment on or before December 31, 2013, even if the Debtor and UniCredit receive less than \$300,000 in proceeds from the sale of the collateral;

f. Buncher shall have immediate access to the Property (including having its own key to the Property) to begin tenant improvements for the new tenant so long as Buncher does not interfere with the Auction (including the Debtor's preparation for the Auction); and

g. Upon full performance of all the terms and conditions of this Agreed Order, Buncher shall have no further claim against the Debtor or its estate. The Debtor and UniCredit waive and release any claims against Buncher.

OBJECTIONS. Any party that objects to the terms provided herein shall file an objection with the United States Bankruptcy Court for the Western District of Pennsylvania at the following address: U.S. Bankruptcy Court, Attn: Clerk of Court, 5414 U.S. Steel Tower, 600

Grant Street, Pittsburgh, PA 15219. **Any objection must be filed and received by the Bankruptcy Court no later than 4:00 p.m. EST on Monday, November 18, 2013.** Objections must also be hand-delivered to the parties listed below. If any objections are filed, the Court will hold a hearing on **November 20, 2013 at 1:30 p.m. EST in Courtroom B 54th Floor, U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219.** If no objections are filed, this Agreed Order will become a final order.

AGREED TO AND ACCEPTED BY:

REED SMITH LLP

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Attorneys for Debtor

SO ORDERED.

Date: 11/7/13


UNITED STATES BANKRUPTCY JUDGE

FILED

NOV - 7 2013

CLERK, U.S. BANKRUPTCY COURT
WEST. DIST OF PENNSYLVANIA